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December 15, 1999

RECORDATION NO. 22607 FILED A, B, C, D, E

DEC 15 '99 1:15 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1999 B-1

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1999 B-1), dated December 16, 1999, between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*");
- (2) Memorandum of First Mortgage (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, as mortgagor (the "*Mortgagor*"), the Lessee and First Security Bank, National Association, as security trustee (the "*Security Trustee*");
- (3) Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-2), dated December 16, 1999, between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, the Lessee and the Security Trustee.

DEC 15 '99

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**MEMORANDUM OF LESSEE MORTGAGE AGREEMENT
(UPRR 1999 B-1)**

Memorandum of Lessee Mortgage Agreement, made and entered into on December 16, 1999 by TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("*Lessor*"), in favor of Union Pacific Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned has entered into that certain Lessee Mortgage Agreement (UPRR 1999 B-1) (the "*Lessee Mortgage*"), dated December 16, 1999, by which the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

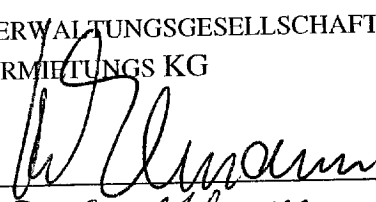
* * *

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TREBON VERWALTUNGSGESELLSCHAFT MBH
& Co. VERMIETUNGS KG

By

Name:


ANDRES AHLMANN

Title:

ATTORNEY-IN-FACT

Executed on this

13th day of December, 1999.

STATE OF ILLINOIS)
) SS.:
COUNTY OF Cook)

On this, the 13th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared ANDREO ARUM, who being by me duly sworn, says that (s)he is the Attorney of TREBON VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 13, 1999 on behalf of said limited liability partnership by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Melissa J. Green
Name: Melissa J. Green
Notary Public
My Commission Expires: 10-19-03
Residing in Cook County

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043M-AC Diesel Electric Locomotives	14	8288 through 8301, inclusive
General Motors Corporation (Electro-Motive Division) Model SD9060M-AC Diesel Electric Locomotives	1	8501